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SERVICE DATE – JANUARY 17, 2003

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34285]

Wisconsin & Southern Railroad Co.–Acquisition Exemption–Soo Line Railroad Company

d/b/a Canadian Pacific Railway

Wisconsin & Southern Railroad Co. (WSOR), a Class III rail carrier, has filed a verified notice of exemption under 49 CFR 1150.41 to acquire from Soo Line Railroad Company d/b/a Canadian Pacific Railway approximately 32.5 miles of rail line known as the Waterloo Spur, extending between milepost 132.11 at Watertown, WI, and milepost 164.61 in Madison, WI. WSOR states that it has been leasing and operating the line since 1998,<sup>1</sup> and that the sole purpose of this transaction will merely be to convert its leasehold interest into an ownership interest, with no adverse effects on railroad employees.

WSOR certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier.

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<sup>1</sup> See Wisconsin & Southern Railroad Co.–Lease and Operation Exemption–Soo Line Railroad Company d/b/a Canadian Pacific Railway, STB Finance Docket No. 33571 (STB served May 27, 1998).

WSOR states that it expects to consummate the transaction shortly after January 1, 2003.<sup>2</sup>

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke does not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34285, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on John D. Heffner, 555 12th Street, N.W., Suite 950N, Washington, DC 20004.

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<sup>2</sup> Because WSOR's annual revenues exceed \$5 million, it filed a petition on November 26, 2002, requesting waiver of the Board's notice requirements at 49 CFR 1150.42(e). WSOR indicated there that it needed to consummate the acquisition no later than December 31, 2002, because the institution funding the acquisition had to close the transaction by the end of the 2002 calendar year. WSOR's request was granted by decision served December 20, 2002. However, by facsimile filed on January 8, 2003, WSOR now indicates that, due to a financing-related delay, it does not anticipate closing the transaction until some time in January or early February 2003.

Board decisions and notices are available on our website at

“WWW.STB.DOT.GOV.”

Decided: January 13, 2003.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary